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Patents

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

**POWER OF ATTORNEY BY ASSIGNEE OF ENTIRE INTEREST**  
**AND REVOCATION OF PRIOR POWERS**

Commissioner for Patents  
P.O. Box 1450  
Alexandria, VA 22313-1450

Sir:

I, Paul Buckman, President, of St. Jude Medical, Cardiology Division, Inc., as representative of the Assignee of record of the entire interest of the applications listed below, hereby revoke all powers of attorney previously given and appoint the following attorneys and/or agents to prosecute and transact all business in the United States Patent and Trademark Office, and in countries other than the United States, and to do all things necessary or appropriate therefor before any competent International Authorities in connection with any international patent applications corresponding to the applications listed below, all of the registered practitioners identified by Customer Number

34263:

34263  
PATENT TRADEMARK OFFICE

O'MELVENY & MYERS LLP  
610 Newport Center Drive  
17<sup>th</sup> Floor  
Newport Beach, CA 92660  
(949) 760-9600

CERTIFICATE OF MAILING (37 C.F.R. §1.8a)

I hereby certify that this paper (along with any referred to as being attached or enclosed) is being deposited with the United States Postal Service on the date shown below with sufficient postage as First Class Mail in an envelope addressed to the Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

January 17, 2006

Date of Deposit  
NB1:671359.2

*Cynthia B. Pacheco*  
Cynthia B. Pacheco

Patent

Please send all correspondence to the attention of John Kappos, at the above Customer Number, and direct all telephone calls to John Kappos at (949) 760-9600.

U.S. Serial No./ Patent No.	U.S. Filing Date	First-Named Inventor	Reel	Frame	Recordation Date	New Attorney Docket (Former Docket)
09/845,162	05/01/2001	Wahr	011757 012205 014427	0371 0766 0181	05/01/2001 09/27/2001 08/25/2003	891,144-005 (08386.0003- 00000)
11/034,824	01/14/2005	Wahr	011757 012205 014427	0371 0766 0181	05/01/2001 09/27/2001 08/25/2003	891,144-006 (08386.0003- 03000)
09/940,986	08/29/2001	Ressemann	012130 014427	0244 0181	08/29/2001 08/25/2003	891,144-010 (08386.0003- 01000)
10/214,712	08/09/2002	Ressemann	013185 014427	0182 0181	08/09/2002 08/25/2003	891,144-011 (08386.0003- 02000)
10/301,779	11/22/2002	Keith	013520 014426	0069 0764	11/22/2002 08/25/2003	891,144-015 (08386.0013- 00000)

All of the above-referenced applications are now currently assigned to St. Jude Medical, Cardiology Division, Inc., by virtue of a Certificate of Merger (and name change) (attached as Exhibit A).

Assignee of interest: St. Jude Medical, Cardiology Division, Inc.  
Address: 14901 DeVeau Place  
Minnetonka, Minnesota 55345

In conformance with 37 C.F.R. §3.73(b), I hereby certify that all documents in connection with the chain of title have been reviewed, and to the best of my knowledge, all right, title and interest is in the above-identified Assignee.

Dated: 1/10/06

By: Paul Buckman  
Paul Buckman  
PRESIDENT  
Title

St. Jude Medical, Cardiology Division, Inc.  
14901 DeVeau Place  
Minnetonka, Minnesota 55345

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VELOCIMED DMC, INC.", A DELAWARE CORPORATION,

"VELOCIMED PFO, INC.", A DELAWARE CORPORATION,

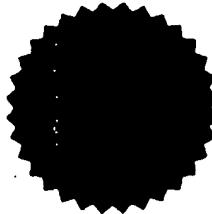
WITH AND INTO "VELOCIMED, INC." UNDER THE NAME OF "ST. JUDE MEDICAL, CARDIOLOGY DIVISION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2005, AT 2:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2006.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3320629 8100M

051053663



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4430243

DATE: 01-06-06

**CERTIFICATE OF MERGER  
OF  
Velocimed PFO, Inc., a Delaware corporation,  
Velocimed DMC, Inc. a Delaware corporation  
with and into  
Velocimed, Inc., a Delaware corporation,**

Pursuant to Section 251(c) of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name and state of incorporation of each of the constituent corporations are Velocimed, Inc., a Delaware corporation; Velocimed PFO, Inc., a Delaware corporation, and Velocimed DMC, Inc., a Delaware corporation;

**SECOND:** An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Section 251(c) of the DGCL.

**THIRD:** The name of the surviving corporation is Velocimed, Inc. (the "Surviving Corporation").

**FOURTH:** The Amended and Restated Certificate of Incorporation of Velocimed, Inc. attached here as Exhibit A shall be the Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** The merger is to become effective on January 1, 2006.

**SIXTH:** The Agreement of Merger is on file at 14901 DeVeau Place, Minnetonka, Minnesota 55345, the place of business of the surviving corporation.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF,** said Surviving Corporation has caused this certificate to be signed by an authorized officer, the 21<sup>st</sup> day of December, 2005.

Velocimed, Inc.

John C. Heinmiller  
John C. Heinmiller  
Vice President and Treasurer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:26 PM 12/22/2005  
FILED 02:13 PM 12/22/2005  
SRV 051053663 - 3320629 FILE

Exhibit A

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
VELOCIMED, INC.**

**DULY ADOPTED IN ACCORDANCE WITH SECTIONS  
242 AND 245 OF THE DELAWARE GENERAL CORPORATION LAW.**

**(Original Certificate of Incorporation filed with the  
Delaware Secretary of State on November 30, 2000)**

**ARTICLE I**

**NAME**

The name of the Corporation is St. Jude Medical, Cardiology Division, Inc. (the "Corporation").

**ARTICLE II**

**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III**

**REGISTERED OFFICE**

The address of the registered office in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, New Castle County, and the name of the registered agent at such address for service of process is The Corporation Trust Company.

**ARTICLE IV**

**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

**ARTICLE V**  
**AUTHORIZED CAPITAL STOCK**

The aggregate number of shares that the Corporation is authorized to issue is one thousand (1,000) shares, par value once cent (\$0.01) per share, all of which shares are designated as common shares.

No shareholder of the Corporation shall have any cumulative voting rights.

No shareholder of the Corporation shall have any preemptive rights by virtue of the DGCL (or similar provisions of future law).

**ARTICLE VI**  
**BOARD OF DIRECTORS**

Any action required or permitted to be taken at a meeting of the Board of Directors of the Corporation may be taken by written action signed, or counterparts of a written action signed in the aggregate, by all of the directors unless the action need not be approved by the shareholders of the Corporation, in which case the action may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all of the directors were present.

**ARTICLE VII**  
**BOARD POWER REGARDING BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the corporation.

**ARTICLE VIII**  
**ELECTION OF DIRECTORS**

Election of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

**ARTICLE IX**  
**DIRECTOR LIABILITY**

A. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she is or

was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, or trustee of another corporation or a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer or trustee, or in any other capacity while serving as a director, officer or trustee, must be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware code, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; *provided, however,* that, except with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors.

B. To the fullest extent permitted by the DGCL as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

C. If the DGCL is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors or permitting indemnification to a fuller extent, then the liability of a director of the corporation shall be eliminated or limited, and the indemnification shall be extended, in each case to the fullest extent permitted by the DGCL, as so amended from time to time. No repeal or modification of this Article IX by the stockholders shall adversely affect any right or protection of a director if the corporation existing by virtue of this Article IV at the time of such repeal or modification.

## **ARTICLE X**

### **CORPORATE POWER**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

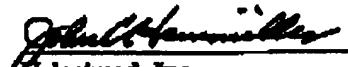
## **ARTICLE XI**

### **CREDITOR COMPROMISE OR ARRANGEMENT**

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation

under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such a manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

IN WITNESS WHEREOF, the undersigned, Vice President and Treasurer of Velocimed, Inc. being duly authorized on behalf of such corporation, has executed this certificate this 21<sup>st</sup> of December, 2005.



Velocimed, Inc.  
John C. Heinmiller  
Vice President and Treasurer